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Scotta E. McFarland

January 19, 2007

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**BY HAND DELIVERY**

Honorable Sue L. Robinson  
Chief Judge  
United States District Court for the  
District of Delaware  
J. Caleb Boggs Federal Building  
844 N. King Street  
Wilmington, DE 19801

**Re: In re: Fleming Companies, Inc., et al, Debtor,  
Case Nos. 06-cv-609 and 06-cv-610**

Dear Chief Judge Robinson:

Enclosed are the proposed orders (the "Proposed Orders") resolving the Sixtieth Omnibus Objection to Claims (Substantive) and the Sixty-First Omnibus Objection to Claims (Substantive) (the "Sixty-First") in the above referenced United States District Court cases.

The objections to Bernadette Ceffalio's Claim No. 14927 and Melissa Fulgum's Claim No. 15173 contained in the Sixty-First have been withdrawn without prejudice since the claimants both submitted documents since the January 9, 2007 hearing.

PCT requests that the enclosed Proposed Orders be entered at the Court's earliest convenience.

Should the Court have any questions, I am available at the Court's convenience.

Respectfully,

Scotta E. McFarland

Enclosure

28587-001\DOCS\_LA:161983.1

**EXHIBIT A**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	
Fleming Companies, Inc., et al., <sup>1</sup>	)	06-cv-00609 SLR
	)	
Debtors.	)	
	)	Relates to Docket No. 1

**ORDER GRANTING THE PCT'S  
SIXTIETH OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

Upon consideration of the PCT's *Sixtieth Omnibus Objection To Claims (Substantive)* seeking entry of an order disallowing certain claims; and no previous application having been made; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a non-core proceeding pursuant to 28 U.S.C. § 157(b)(2)(B); and it appearing that venue of the proceeding and the *Sixtieth Omnibus Objection To Claims* is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the *Sixtieth Omnibus Objection To Claims* is sustained; and it is further

ORDERED that each of the claims listed on Exhibit A to this Order is disallowed in its entirety; and it is further

ORDERED that each of the claims listed on Exhibit B to this Order is disallowed in its entirety; and it is further

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<sup>1</sup> The Debtors were: Core-Mark International, Inc.; Fleming Companies, Inc.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; and Minter-Weisman Co.

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

DATED: January \_\_, 2007

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The Honorable Sue L. Robinson  
United States District Court Judge

60th Omnibus

A  
Unsupported Personal Injury Claims

In re: Fleming Companies, Inc. et al.  
Case No. 03-10945 (MFV)  
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount*				Reason For Disallowance
		Secured	Administrative	Priority	Unsecured	Total
CHAPPELL, NORMA ALBERT T GOMS & KATHRYN R BURKE 301 FOURTH AVE S 378 GRAIN EXCHANGE BLDG MINNEAPOLIS, MN 55415	9160	\$0.00	\$0.00	\$0.00	\$50,001.00	\$50,001.00
HIGGINS, PAUL 2158 BLAKELY RD E AURORA, NY 14052	13787	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
LAY, JAMES R S WAYNE FULLER 413 FIRST AVE SW FULLER & WILLINGHAM CULLMAN, AL 35055	18214	\$0.00	\$0.00	\$0.00	\$250,000.00	\$250,000.00
MCINTOSH, BARBARA 4335 N HARRISON FRESNO, CA 93704	7515	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
O'BRIEN, MICHAEL 3717 HARNEY ST OMAHA, NE 68131	2567	\$0.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00
SLOAN, SHERRY JOAN DURKIN POWELL 669 AIRPORT FREEWAY STE 405 HURST, TX 76053	12240	\$0.00	\$0.00	\$0.00	\$70,000.00	\$70,000.00
WILKS, WILLIAM A PAUL B WILKINS PO Box 1628 COLUMBIA, LA 71418	14173	\$0.00	\$0.00	\$0.00	\$500,000.00	\$500,000.00
<b>Claims To Be Expunged Totals</b>	<b>7</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$970,001.00</b>	<b>\$970,001.00</b>

\*. Unsupported Personal Injury Claims are as defined in the Debtors' Sixtieth Omnibus Objection to Claims (Substantive).

60th Omnibus

B

## No Liability Personal Injury Claims

In re: Fleming Companies, Inc. et al.  
Case No. 03-10945 (MPW)  
(Jointly Administered)

Name and Address of Claimant	Claim Number	Claim Amount*				Reason For Disallowance
		Secured	Administrative	Priority	Unsecured	Total
ADAMS, DIXIE MARK INTL ET AL 301 N LAKE AVE STE 800 PASADENA, CA 91101-4108	13366	\$0.00	\$0.00	\$0.00	\$5,000,000.00	\$5,000,000.00
THE LAW OFFICE OF JACK ORMES JACK ORMES 301 N LAKE AVE STE 800 PASADENA, CA 91101-4108	13365	\$0.00	\$0.00	\$0.00	\$5,000,000.00	\$5,000,000.00
<b>Claims To Be Expunged Totals</b>	2	\$0.00	\$0.00	\$0.00	\$10,000,000.00	\$10,000,000.00

See paragraphs 3 through 11 of Franks affidavit.

See paragraphs 3 through 11 of Franks affidavit.

**EXHIBIT B**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	
Fleming Companies, Inc., <u>et al.</u> , <sup>1</sup>	)	06-cv-00610 SLR
	)	
Debtors.	)	
	)	Relates to Docket No. 1

**ORDER GRANTING THE PCT'S  
SIXTY-FIRST OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

Upon consideration of the PCT's *Sixty-First Omnibus Objection To Claims (Substantive)* seeking entry of an order disallowing certain claims; and no previous application having been made; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a non-core proceeding pursuant to 28 U.S.C. § 157(b)(2)(B); and it appearing that venue of the proceeding and the *Sixty-First Omnibus Objection To Claims* is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the *Sixty-First Omnibus Objection To Claims* is sustained; and it is further

ORDERED that the PCT's objection to Claim No. 7506 filed by Leon Lebate is withdrawn, without prejudice; and it is further

ORDERED that the PCT's objection Claim No. 11898 filed by Isabel Nunez is withdrawn, with prejudice; and it is further

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<sup>1</sup> The Debtors were: Core-Mark International, Inc.; Fleming Companies, Inc.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; and Minter-Weisman Co.



ORDERED that the PCT's objection to Claim No. 14927 filed by Bernadette Ceffalio is withdrawn, without prejudice; and it is further

ORDERED that the PCT's objection to Claim No. 15173 filed by Melissa Fulgum is withdrawn, without prejudice; and it is further

ORDERED that each of the claims listed on Exhibit A to this Order is disallowed in its entirety; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

DATED: January \_\_, 2007

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The Honorable Sue L. Robinson  
United States District Court Judge

61st Omnibus

In re: Fleming Companies, Inc. et al.  
Case No. 03-10945 (MFV)  
(Jointly Administered)

**A**  
**Unsupported Personal Injury Claims**

Name and Address of Claimant	Claim Number	Claim Amount*				Reason For Disallowance
		Secured	Administrative	Priority	Unsecured	
CHAMBERLAIN, CYNTHIA C/O AASE & KIRSCHER PLLC 7300 HUDSON BLVD #290 OAKDALE, MN 55128	9480	\$0.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00 See Franks Affidavit
Eloisa Perez c/o SHANNAN DUGAN ESQ 655 MONTGOMERY ST STE 1200 SAN FRANCISCO, CA 94111	13299	\$0.00	\$0.00	\$0.00	\$400,000.00	\$400,000.00 See Franks Affidavit
ENGBLOM, CRAIG 2616 ANDREW ST DULUTH, MN 55811	7012	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00 See Franks Affidavit
JACKSON, RENE 4895 ASHLEY LNAPT 315 INVER GROVE HEIGHTS, MN 55077	18478	\$0.00	\$0.00	\$0.00	\$18,343.80	\$18,343.80 See Franks Affidavit
OLSON, GARY C/O ROBERT N CAMPBELL ESQ 95679 1648 RIVERSIDE DR CAMPBELL & CLARK REDDING, CA 96001	10101	\$0.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00 See Franks Affidavit
PASTOR, ADALBERTO C/O BERNSTEIN & MARYANOFF 8821 SW 69TH CT MIAMI, FL 33156	13993	\$0.00	\$0.00	\$0.00	\$1,000,000.00	\$1,000,000.00 See Franks Affidavit
<b>Claims To Be Expunged Totals</b>	<b>6</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$1,568,343.80</b>	<b>\$1,568,343.80</b>

Federal Mogul – Upton Sale Motion Special Service List  
Document No. 124454  
01 – Via International First Class Mail

***Via International First Class Mail***

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